

**Exhibit A**

Certificate of Incorporation

and

Certificate of Authority to Transact Business in the State of Illinois

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UNITED SYSTEMS ACCESS TELECOM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF OCTOBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3389168 8300

AUTHENTICATION: 1391458

010512815

DATE: 10-15-01



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

OCTOBER 17, 2001

6188-311-8

ILLINOIS CORPORATION SERVICE C  
700 S 2ND ST  
SPRINGFIELD, ILLINOIS 62704-0000

RE UNITED SYSTEMS ACCESS TELECOM, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-13.15**

(Rev. Jan. 1999)

**APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS****SUBMIT IN DUPLICATE!**

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

OCT 17 2001

JESSE WHITE  
SECRETARY OF STATEThis space for use by  
Secretary of State

Date 10/17/01  
 License Fee \$ \_\_\_\_\_  
 Franchise Tax \$ 25.00  
 Filing Fee \$ 75.00  
 Penalties \$ \_\_\_\_\_  
 Approved: [Signature] \$ 100.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: United Systems Access Telecom, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: May 07, 2001(c) Period of Duration: Perpetual3. (a) Address of the principal office, wherever located:  
c/o Stephen J. GilbertSuite 2005 Bragdon LaneKennebunk, ME 04043(b) Address of principal office in Illinois:  
(If none, so state)None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent

Illinois Corporation Service CompanyFirst NameMiddle NameLast Name

Registered Office

700 South Second StreetNumberStreetSuite #Springfield,62704SangamonCityZip CodeCounty

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, Maine, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>See attached officers/directors rider</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Full service telecommunications carrier providing discounted, local intrastate (toll), and interstate (long distance) services. To engage in any act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted by the Illinois Business Corporation Act of 1983, as amended.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.001	100,000	100,000

9. Paid-in Capital: \$ Approx. \$400,000.00 in fixed assets.

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 250,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 18.25
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 18,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 18.25

11. Interrogatories: (Important -- this section must be completed.)

c/o Stephen J. Gilbert  
Suite 200, 5 Bragdon Lane  
Kennebunk, ME 04043

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 100,000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated October 11, 2001  
(Month & Day) (Year)

attested by Stephen J. Gilbert  
(Signature of Secretary or Assistant Secretary)  
Secretary  
(Type or Print Name and Title)

United Systems Access Telecom, Inc.  
(Exact Name of Corporation)

Stephen J. Gilbert  
(Signature of President or Vice President)  
Stephen J. Gilbert  
by President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

## OFFICERS/DIRECTORS RIDER

IL-Application for Certificate of Authority (BCA-13.15)

United Systems Access Telecom, Inc.

### List of Officers

**Name:** Stephen J. Gilbert

**Res. Addr.:** 5 Bragdon Lane, Suite 200 , Kennebunk, ME 04043

**Title:** President

*Secretary*

**Name:** Don Hebert

**Res. Addr.:**

**Title:** CFO

### List of Directors

**Name:** Stephen J. Gilbert

**Res. Addr.:** 5 Bragdon Lane, Suite 200 , Kennebunk, ME 04043

**Name:** Don Hebert

**Res. Addr.:** 5 Bragdon Lane, Suite 200 , Kennebunk, ME 04043

**Name:** Lynda Wijck

**Res. Addr.:** 16541 Cypress Way, Los Gatos, CA 95030